" "FORM D

1437524

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SEC Mail Processing Section

FORM D

JUL 022008

NOTICE OF SALE OF SECURITIES

PURSUANT TO REGULATION D SECTION 4(6), AND/OR

Washington, DC 101

UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY			
Serial I			
CEIVED			

OMB APPROVAL

Estimated average burden

hours per response

3235-0076

16.00

June 30, 2008

OMB Number:

Expires:

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Sale of Class A LLC Membership Interests					
Filing under (Check box(es) that apply):	Section 4(6) ULOE				
A. BASIC IDENTIFICATION DATA	<i>/</i> A-				
Enter the information requested about the issuer	JUL 0 9 2008 8				
Name of Issuer (check if this is an amendment and name has changed, and indicate USB Focus Fund XVIII, LLC	e change.)				
Address of Executive Offices (Number and Street, City, State, Zip Code) c/o U.S. Boston Capital Corporation, 55 Old Bedford Rd., Lincoln, MA 01773	Telephone Number (Including Area Code) 781-259-0249				
Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) if different from Executive Offices)					
Brief Description of Business Investments in securities					
Type of Business Organization					
i i corporation i i limited partnership, aiready formed	other (please specify): Limited liability mpany				
□ business trust □ limited partnership, to be formed					
Actual or Estimated Date of Incorporation or Organization: MONTH YEAR					

General Instructions

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seg. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offerin Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address after the date on which it is due, on the date it was mailed by United States registered or certif

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20



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Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on the ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

•				IFICATION DATA		
2. Enter th	ne information req Each promoter			ganized within the past	five years;	
•	Each beneficial equity securities		he power to vote or dis	pose, or direct the vote	or disposition of,	10% or more of a class of
•	Each executive issuers; and	officer and dire	ctor of corporate issue	rs and of corporate gen	eral managing pa	rtners of partnership
•	Each general a	nd managing pa	artnership of partnershi	p issuers.		
Check Box(es	s) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☑ General and/or Managing Partner
	ast name first, if ind Partners, L.P.	ividual)				
	Residence Address ston Capital Co		and Street, City, State, Zi			
Check Box(es	s) that Apply:	Promoter	☐ Beneficial Owner		Director	General and/or Managing Partner
	ast name first, if ind ing, Kathryn	ividual)				
	Residence Address n Capital Corpor		and Street, City, State, Zi Bedford Rd., Lincoln,			
Check Box(es		Promoter	☐ Beneficial Owner		Director	☐ General and/or Managing Partner
Full Name (La Okurowski,	ast name first, if ind , Leon	ividual)				
	Residence Address n Capital Corpor		and Street, City, State, Zi Bedford Rd., Lincoln,			
Check Box(es	s) that Apply:	Promoter	Beneficial Owner		Director	General and/or Managing Partner
Full Name (La Umphrey, V	ast name first, if ind Villard	ividual)				
	Residence Address n Capital Corpor		and Street, City, State, Zi Bedford Rd., Lincoln,			
Check Box(es	s) that Apply:	Promoter	⊠ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
	ast name first, if ind phrey 1996 Revo					
	Residence Address It Lane, Concord		and Street, City, State, Zi	p Code)		
Check Box(es	s) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (La	ast name first, if ind	ividual)				
Business or F	Residence Address	(Number	and Street, City, State, Zi	p Code)		
Check Box(es	s) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (La	ast name first, if ind	ividual)		,		

(Number and Street, City, State, Zip Code)

☐ Beneficial Owner

(Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Executive Officer

Director

☐ General and/or Managing Partner

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Promoter

Business or Residence Address

Business or Residence Address

Full Name (Last name first, if individual)

Check Box(es) that Apply:

	B. INFORMATION ABOUT OFFERING		
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	Yes	No ⊠
	Answer also in Appendix, Column 2, if filing under ULOE.		
2.	What is the minimum investment that will be accepted from any individual?	\$ <u>50,0</u>	
3.	Does the offering permit joint ownership of a single unit?	Yes ⊠	No □
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.		
	l Name (Last name first, if individual) S. Boston Capital Corporation		
Bus 55 (siness or Residence Address (Number and Street, City, State, Zip Code) Old Bedford Road, Lincoln, MA 01773		
Nar	me of Associated Broker or Dealer		
(Ch [AL] [IL] [MT] [RI]	$ \begin{array}{c ccccccccccccccccccccccccccccccccccc$		ates [ID] [MO] [PA] [PR] [PR]
	siness or Residence Address (Number and Street, City, State, Zip Code)		
Nar	me of Associated Broker or Dealer		
	tes in Which Person Listed Has Solicited or Intends to Solicit Purchasers		
(Cn (AL) (IL) (MT) (RI)			ates [ID]
Full	l Name (Last name first, if individual)		
Bus	siness or Residence Address (Number and Street, City, State, Zip Code)		
Nar	me of Associated Broker or Dealer		
	tes in Which Person Listed Has Solicited or Intends to Solicit Purchasers neck "All States" or check individual States)] All Sta	ates
[AL] [IL] [MT] [RI] [RI]	[AK]		[ID]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1,	alre che	er the aggregate offering price of securities included in this offering and the total amount eady sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, eck this box \square and indicate in the columns below the amounts of the securities offered for shange and already exchanged.		
		Type of Security	Aggregate Offering Price	Amount Alread Sold
		Debt	\$ <u>0</u>	\$ <u>0</u>
		Equity	\$ <u>0</u>	\$ <u>0</u>
		☐ Common ☐ Preferred	** <u>*</u>	<u>+=</u>
		Convertible Securities (including warrants)	\$ <u>0</u>	\$ <u>0</u>
		Partnership Interests	\$ <u>0</u>	\$0
		Other (Specify Class A LLC Membership Interests)	\$5,000,000	\$3,825,000
		Total	\$5,000,000	\$3,825,000
		Answer also in Appendix, Column 3, if filing under ULOE.	` <u></u>	·
2.	this	ter the number of accredited and non-accredited investors who have purchased securities in soffering and the aggregate dollar amounts of their purchases. For offerings under Rule I, indicate the number of persons who have purchased securities and the aggregate dollar ount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
		Accredited Investors	<u>23</u>	\$ <u>3,825,000</u>
		Non-accredited Investors		\$
		Total (for filing under Rule 504 only)		\$
		Answer also in Appendix, Column 4, if filing under ULOE.		
3.	sec mo	his filing is for an offering under Rule 504 or 505, enter the information requested for all curities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) nths prior to the first sale of securities in this offering. Classify securities by type listed in tt C - Question 1.		
			Type of	Dollar Amount
		Type of offering	Security	Sold
		Rule 505.		\$
		Regulation A.		\$
		Rule 504.		\$ \$
		Total		Φ
4.	sec isst	Furnish a statement of all expenses in connection with the issuance and distribution of the surities in this offering. Exclude amounts relating solely to organization expenses of the uer. The information may be given as subject to future contingencies. If the amount of an enditure is not known, furnish an estimate and check the box to the left of the estimate.		
		Transfer Agent's Fees.		\$ <u>0</u>
		Printing and Engraving Costs.		\$ <u>0</u>
		Legal Fees		\$ <u>0</u>
		Accounting Fees		\$ <u>0</u>
		Engineering Fees.		\$0
		Sales Commissions (specify finders' fees separately)		_
		Other Expenses (identify)		
		Total		
	b.	Enter the difference between the aggregate offering price given in response to Part C-Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		Ψ <u>ν</u>
				\$ <u>5,000,000</u>

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 Indicate below the amount of the adjuster used for each of the purposes shown. If the estimate and check the box to the left of the equal the adjusted gross proceeds to the above. 	the amount for any purpose is not ki he estimate. The total of the payme	nown, furnish an ents listed must		
			Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees			\$ <u>0</u> [□ \$ <u>0</u>
Purchase of real estate			\$ <u>Q</u>	□ \$ <u>0</u>
Purchase, rental or leasing and insta	llation of machinery and equipment.		\$ <u>0</u>	□ \$ <u>0</u>
Construction or leasing of plant build Acquisition of other business (includi that may be used in exchange for the	ng the value of securities involved in	n this offering	l \$ <u>o</u> [□ \$ <u>0</u>
to a merger)			\$ <u>0</u>	□ \$ <u>o</u>
Repayment of indebtedness			l \$ <u>o</u>	□ \$ <u>0</u>
Working capital			\$ <u>0</u> [] \$ <u>o</u>
Other (specify): Investments in secur		\$ <u>0</u>	\$5,000,000	
Column Totals		\$ <u>0</u>	\$5,000,000	
Total Payments Listed (column totals	added)		⊠ \$ <u>5,000,00</u>	<u>0</u>
	D. FEDERAL SIGNATUR	E		
The issuer has duly caused this notice to be s following signature constitutes an undertaking request of its staff, the information furnished b	by the issuer to furnish to the U.S. by the issuer to any non-accredited in	Securities and Exc	hange Commission,	upon written
Issuer (Print or Type) USB Focus Fund XVIII, LLC	Signature LCM	Date	1/27/08	
Name of Signer (Print or Type)	Title of Signer (Print or Type)			
Kathryn Collings Laing	Manager of General Partner of Is	suer's Manager		
·				
	ATTENTION			
Intentional misstatements or omission	s of fact constitute federal crimina	al violations. (See	e 18 U.S.C. 1001.)	

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Is any party described in 17 C provisions of such rule?	CFR 230.262(c), (d), (e) or	(f) presently subjec	t to any disqualification	Yes □	No ⊠		
		See Appendix, Coli	ımn 5, for state res	ponse.				
2.	The undersigned issuer heret notice on Form D (17 CFR 23			rator of any state in which this	notice is file	∋d, a		
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information fumished by the issuer to offerees.							
4.	Uniform Limited Offering Exer	mption (ULOE) of the state	in which this notic	tions that must be satisfied to e is filed and understands that conditions have been satisfied	the issuer			
	ssuer has read this notification an rsigned duly authorized person.	d knows the contents to b	e true and has duly	caused this notice to be signe	ed on its bel	nalf by the		
Issue	r (Print or Type)	Signature		Date ,				
USB	Focus Fund XVIII, LLC	1 5 C	2	6/27/0	8			
Name	e (Print or Type)	Title (Print or Type)	•				
Kath	ryn Collings Laing	Manager of Gene	ral Partner of Issu	er's Manager				

E. STATE SIGNATURE

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

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APPENDIX	

1	Intend to r accre investors	2 I to sell non- edited s in State I-Item1)	3 Type of Security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqua under St (if yes, explan waiver	5 lification ate ULOE , attach ation of granted) -Item 1)
State	Yes	No		Number of Accredited Investors	Amaunt	Number of Non- Accredited Investors	Amount	Yes	No.
AL				ilivestors	Amount	ilivestors	Amount	Tes 🗆	No 🗆
AK									
AZ									
AR									
CA			Limited liability company interests - \$50,000	1	\$50,000	0	0		⊠
со		×	Limited liability company interests - \$50,000	1	\$50,000	o	0		×
СТ									
DE									
DC									
FL									
GA									
HI									
ID									
IL			_						
IN									
iA									
KS									
KY									
LA									
ME									
MD									
МА		×	Limited liability company interests - \$3,575,000	19	\$3,575,000	0	\$0		×
МІ									
MN		⊠	Limited liability company interests - \$50,000	1	\$50,000	0	\$0		×
MS									
МО									

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APPENDIX	

1		2	3			4			5
	to i accre investor	to sell non- edited s in State 3-Item1)	Type of Security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				under Sta (if yes, explan waiver	lification ate ULOE , attach ation of granted) -Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
МТ									
NE							-		
NV									
NH									
NJ									
NM									
NY									ū
NC									
ND									
ОН					••				
ок									
OR									
PA			Limited liability company interests - \$100,000	1	\$100,000	0	\$0		⊠
RI									
sc							· 		
SD				· 					
TN							<u></u>		
TX									
UT									
VT									
VA									
WA									
wv									
WI									
WY									
PR									
Other									

END

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